

Weber Mark Jason
Form 4
April 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weber Mark Jason

2. Issuer Name and Ticker or Trading Symbol
WABASH NATIONAL CORP /DE [WNC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1000 SAGAMORE PARKWAY SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP - CFO

LAFAYETTE, IN 47905

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/03/2013 ⁽¹⁾		M		20,000	A	\$ 7.44
Common Stock	04/03/2013		D		20,000	D	\$ 9.93
Common Stock	04/03/2013 ⁽¹⁾		M		26,000	A	\$ 7.44
Common Stock	04/03/2013		D		26,000	D	\$ 7.44

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Appreciation Right	\$ 7.44	04/03/2013		M	20,000	03/25/2013	03/25/2020	Common Stock	20,000
Performance Unit	\$ 7.44	04/03/2013		M	26,000	03/25/2013	03/25/2020	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber Mark Jason 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Sr. VP - CFO	

Signatures

Mark J. Weber 04/05/2013
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amount payable was made to individual on 4/3/2013 based upon the vesting of that right on 3/25/2013.
 Stock Appreciation Right. Vested on 3/25/2013. Vested rights were paid in cash on 4/3/2013 based upon the difference in the closing price of the Company's common stock on the date of grant (\$7.44, on March 25, 2010) and on the date of vesting (\$9.93, on March 25, 2013).
 - (3) Performance Unit Award. Vested on 3/25/2013. Vested rights were paid in cash based upon the closing price of the Company's common stock on the date of grant (\$7.44, on March 25, 2010). Performance Unit grant conditions required payment based upon the lesser of

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\$7.44 or the closing price of the Company's common stock on the date of vesting (\$9.93, on March 25, 2013).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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